



Date: 09.02.2024

To,
The Manager
Department of Corporate Services
Bombay Stock Exchange Limited
1st Floor, New Trading Wing,
Rotunda Building, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400 001

Scrip Code: 540080
Security Id- DHATRE

Dear Sir/ Madam,

Sub: Submission of Notice of Postal Ballot

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of Postal Ballot. The Notice is being sent on **Friday, 09th February, 2024** to all the Members, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services India Limited whose email IDs are registered with the Company / Depositories as on **Friday, 2nd February, 2024**.

The voting period will commence from **Saturday, 10th February, 2024 at 9.00 a.m. IST** and end on **Sunday, 10th March, 2024 at 5.00 p.m. IST**.

This is for your kind information and record.

Thanking you.

Yours faithfully

For **Dhatre Udyog Limited**
(Formerly known as Narayani Steels Limited)

ANKITA Digitally signed
by ANKITA DUTTA
DUTTA Date: 2024.02.09
15:36:47 +05'30'

Ankita Dutta
Company Secretary & Compliance Officer

DHATRE UDYOG LIMITED
(FORMERLY NARAYANI STEELS LIMITED)

Phone no: +91 33 4804 0592 | Email: info@dhatre.com | Website: www.dhatre.com

Registered Office: ERGO Tower, Plot No. A1-4, Block - EP & GP, Unit No. 1406, 14th Floor, Sector - V, Salt Lake City, Kolkata - 700 091

Factory: D.No: Survey No: 202/31-38 Modavalsa, Village: Denkada Mandal, Vizianagaram : 535006

CIN : L24319WB1996PLC82021



DHATRE UDYOG LIMITED

(Formerly known as Narayani Steels Limited)

CIN: L24319WB1996PLC082021

Registered Office: ERGO Tower, Plot No. - A1 -4, Block - EP & GP

Unit No. - 1406, 14th Floor, Sector - V, Bidhan Nagar,
North 24 Parganas, Saltlake, West Bengal, India, 700091;

Phone No.: +91 -8100719986

Email: compliance@dhatre.com; **Website:** www.dhatre.com.

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Remote E-voting starts on	Remote E-voting ends on
Saturday, February 10, 2024 at 9:00 A.M. IST	Sunday, March 10, 2024 at 5:00 P.M. IST

Dear Member(s),

NOTICE is hereby given that the resolutions set out below are proposed to be passed by the shareholders of **Dhatre Udyog Limited (Formerly known as Narayani Steels Limited) (“the Company”)** by means of Postal Ballot, only by way of remote e-voting (“e-voting”) process, pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (“the Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and all other applicable provisions of the Act and the Rules, General Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by The Institute of Company Secretaries of India and all other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

The Company is sending the Postal Ballot Notice to those Members whose names appear on the Register of Members/ List of Beneficial Owners as on **Friday, February 02, 2024**, being the cut-off date for the purpose, in electronic form to those Members whose email address is registered with Bigshare Services Private Limited, Registrar and Share Transfer Agent (“RTA”) of the Company or Depository Participant(s). Those Members who have not yet registered their email address are requested to register the same by following the procedure set out in this Postal Ballot Notice. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) as the agency to provide e-Voting facility. The instructions for remote e-voting are appended to this Notice.

The statement pursuant to Sections 102, 110 and other applicable provisions of the Act read with the Rules setting out all material facts relating to these resolutions mentioned in this Postal Ballot Notice are annexed hereto for your consideration and forms part of this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing only e-voting facility to its members, to enable them to cast their votes electronically instead

of submitting the Postal Ballot Form physically. Shareholders are requested to read the instructions in this Postal Ballot Notice to cast their vote electronically which begins on Saturday, February 10, 2024 at 9:00 A.M. IST and ends on Sunday, March 10, 2024 at 5:00 P.M. IST (the last day to cast vote electronically) to be eligible for being considered.

The Board of Directors has appointed Ms. Ankita Dey, Practicing Company Secretary (Membership No. ACS 62192 and CP No. 23218), as the Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and she has communicated her willingness for such appointment and will be available for the said purpose.

The Scrutinizer's decision on the validity of the Postal Ballot shall be final. The Scrutinizer will submit her report, after the completion of scrutiny, to the Chairman of the Company or any other person authorized by Chairman. The results of e-voting will be announced on or before Tuesday, March 12, 2024 and will be displayed on the Company's website at www.dhatre.com and will also be communicated to the Stock Exchange i.e., BSE Limited at www.bseindia.com.

SPECIAL BUSINESS

1. To consider and approve sub-division of equity shares of the Company:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 13, 61(1)(d), 64 and all other applicable provisions, of the Companies Act, 2013 (“the Act”), read with Companies (Share Capital and Debentures) Rules, 2014, (“the Rules”), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (in each case, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in accordance with relevant provisions of the Articles of Association of the Company and subject to receipt of such other approvals, consents, permissions and sanctions, as may be required from concerned statutory authorities or bodies or third parties and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, and on recommendation of the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which expression shall include any Committee constituted/to be constituted by the Board thereof or any other person(s) as may be authorized by the Board in that behalf), consent of the shareholder(s) of the Company be and is hereby accorded for sub-division of each existing equity share of face value of Rs. 10/- (Rupees Ten only) each into Ten (10) equity shares of face value of Rs. 1/- (Rupees One only) each, fully paid-up, ranking pari-passu in all aspects and without altering the aggregate amount of paid-up share capital.”

“RESOLVED FURTHER THAT pursuant to the sub-division of equity shares of the Company, all the authorized, issued, subscribed and paid-up equity shares of the Company of face value of Rs. 10/- (Rupees Ten only) each existing as on such date as may be fixed by the Board i.e., “Record Date” shall stand sub-divided in the ratio of 1:10 detailed as follows:”

Type of Capital	Pre-Split Share Capital Structure			Post-Split Share Capital Structure		
	No. of Eq. Shares	Face Value (₹)	Total Share Capital (₹)	No. of Eq. Shares	Face Value (₹)	Total Share Capital (₹)
Authorised Share Capital	1,40,00,000	10	14,00,00,000	14,00,00,000	01	14,00,00,000
Issued, Paid-up and subscribed capital	1,08,95,450	10	10,89,54,500	10,89,54,500	01	10,89,54,500

“RESOLVED FURTHER THAT upon sub-division of equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of face value of Rs. 10/- (Rupees Ten only) each, fully paid-up, held in physical form, shall be deemed to have been automatically cancelled and shall be of no effect on and from the Record Date and no letter of allotment shall be issued to the allottees of the sub-divided equity shares having face value of Rs. 1/- (Rupees One only) each, fully paid up, and the Company may, without requiring the shareholders to surrender the old /existing share certificate(s), issue and dispatch the new share certificate(s) in lieu thereof, with regard to the subdivided equity shares in accordance with the applicable provisions of the SEBI Regulations within the period prescribed, Companies (Share Capital and Debentures) Rules, 2014 (as amended), the Articles of Association of the Company and other applicable rules and regulations and, in case of the equity shares held in the dematerialized form, the number of sub-divided equity shares of the face value of Rs. 1/- (Rupees One only) each, fully paid up, shall be credited to the respective beneficiary accounts of the shareholders maintained with the irrespective depository participants, in lieu of the existing credits representing the equity shares of the Company of face value of Rs. 10/- (Rupees Ten only) each.”

“RESOLVED FURTHER THAT the sub-divided shares shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company.”

“RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, sanctions of the statutory or regulatory authorities, as may be required, to sign, execute necessary applications, papers, documents, undertakings and other declarations for submission with stock exchanges, Registrar of Companies, Registrar & Share Transfer Agents, depositories and/or any other regulatory or statutory authorities, to appoint legal representatives, advocates, attorneys, to settle any question, difficulty that may arise with regard to the sub-division of the equity shares as aforesaid and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including delegate all or any of its powers herein conferred to any Committee of Directors and/or any person(s) without any further approval of the shareholders.”

2. To consider and approve alteration of Capital Clause of the Memorandum of Association of the Company.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules framed thereunder (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and on recommendation of the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which expression shall include any Committee constituted/to be constituted by the Board thereof or any other person(s) as may be authorized by the Board in that behalf) and subject to such other applicable approval(s) and/ or sanction(s) of the statutory or regulatory authorities, as may be required in this regard, consent of the shareholder(s) of the Company be and is hereby accorded to replace the existing Clause V of the Memorandum of Association of the Company with the following New Clause V:

V. The Authorised Share Capital of the Company is Rs. 14,00,00,000/- (Rupees Fourteen Crores only) divided into 14,00,00,000 (Fourteen Crores) Equity Shares of Re. 1/- (Rupee One only), each with to increase and reduce the capital of the Company and to divide the Shares in the Capital for the time being into several classes and attach thereto respectively such preferential, special rights, privileges or conditions as may be determined by or in accordance with the Regulations of the Company.”



“RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to do all such acts, deed and things, as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above, including delegating powers to any person(s), as they may in their absolute discretion deem necessary or expedient in respect of matters and things incidental or related thereto and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard, to give effect to the aforesaid resolution.”

By Order of the Board of Directors
For **Dhatre Udyog Limited**
(Formerly known as Narayani Steels Limited)
Sd/-
Ankita Dutta
Company Secretary

Date: February 09, 2024
Place: Kolkata

Registered Office: ERGO Tower, Plot No. - A1 -4, Block - EP & GP
Unit No. - 1406, 14th Floor, Sector - V, Bidhan Nagar,
North 24 Parganas, Saltlake, West Bengal, India, 700091
CIN: L24319WB1996PLC082021
Phone No.: +91-8100719986;
Email: compliance@dhatre.com; Website: www.dhatre.com.

Notes:

1. Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (the “Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, setting out material facts relating to the resolutions proposed to be passed is annexed hereto.
2. In accordance provisions of the Act read with relevant Rules and in compliance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, February 02, 2024 (“Cut-Off Date”) received from the Bigshare Services Private Limited, Registrar and Share Transfer Agent (“RTA”) of the Company and whose e-mail address is registered with the RTA/Depositories. In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. The communication of the assent or dissent of the Members would only take place through the e-voting system. Accordingly, physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. Members as on the Cut- Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the cut-off date should treat this notice for information purpose only.
3. The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
4. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to compliance@dhatre.com.
5. This Postal Ballot Notice will also be made available on the Company's website at www.dhatre.com , websites of the Stock Exchange where equity shares of the Company are listed, i.e. BSE Limited at www.bseindia.com .
6. The Company has appointed Ms. Ankita Dey, Practicing Company Secretary (Membership No. ACS 62192 and CP No. 23218), as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer will submit her report after completion of the scrutiny to the Chairman or any other person authorized by him. The result of the e-voting will be announced on or before Tuesday, March 12, 2024 and the same will be communicated to the BSE Limited and shall also be available on the Company’s website at www.dhatre.com .
7. The Resolutions, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-voting i.e. Sunday, March 10, 2024. Further, resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
8. Members who have not yet registered their email address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Saturday, February 10, 2024 at 9:00 A.M. IST and ends on Sunday, March 10, 2024 at 5:00 P.M. IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, February 02, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs an maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System My easi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant DHATRE UDYOG LIMITED on which you choose to vote.

- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz;



compliance@dhatre.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

EXPLANATORY STATEMENT UNDER SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014.

Item No.1

With a view to encourage participation of small investors by making equity shares of the Company affordable and at the same time enhancing the liquidity of the Company's equity shares with higher floating stock in absolute numbers thereby expanding the retail shareholders base, the Board of Directors in their meeting held on February 08, 2024, has considered it desirable to recommend sub division of 1 (One) Equity Share of the Company of the face value of ₹ 10/-(Rupees Ten only) each into 10 (Ten) Equity Shares of the Company of face value of ₹ 1/- (Rupee One only) each fully paid up and subject to the approval of the Members and other statutory and regulatory approvals, as applicable.

As per the terms of Section 13 and 61 of the Companies Act, 2013, The proposed sub-division/split of existing equity share capital of the Company will necessitate alteration in the Clause V viz. the capital clause of the Memorandum of Association of the Company.

The proposed resolution is in the interest of the Company and your Directors recommend the resolution set out in the Notice as Item No. 1 for your approval.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise), in the proposed resolutions mentioned at Item Nos.1, except to the extent of their shareholding in the Company.

The Board recommends passing of the resolutions as an Ordinary Resolutions as set out at Item Nos. 1 of the Postal Ballot Notice.

Item No 2

The proposed Sub-division of the 1 (One) equity shares of Rs. 10/- (Rupees Ten only) each into 10 (Ten) equity shares of Rs. 1/- (Rupees One Only) each requires amendment in Capital Clause of Memorandum of Association of the Company. Accordingly, Clause V of the Memorandum of Association is proposed to be amended as set out in Item No. 2 of the accompanying Notice reflecting the corresponding changes in the Authorized Share Capital of the Company consequent to the proposed Sub- division from Rs. 14,00,00,000/- (Rupees Fourteen Crores only) divided into 1,40,00,000 (One Crore Fourty Lakhs) Equity Shares of Rs. 10/- (Rupees ten only) each to Rs. 14,00,00,000/- (Rupees Fourteen Crores only) divided into 14,00,00,000 (Fourteen Crores) Equity Shares of Rs. 1/- (Rupees One Only) each.

Accordingly, the Board recommends passing of the Resolution set out in Item No. 2 of the accompanying Notice as an Ordinary Resolution. None of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholding, if any, in the Company.

By Order of the Board of Directors
For **Dhatre Udyog Limited**
(Formerly known as Narayani Steels Limited)

Sd/-
Ankita Dutta
Company Secretary

Date: February 09, 2024
Place: Kolkata

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